

WEIL, GOTSHAL & MANGES LLP  
Richard W. Slack (*pro hac vice*)  
(richard.slack@weil.com)  
Theodore E. Tsekerides (*pro hac vice*)  
(theodore.tsekerides@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

*Attorneys for Debtors and  
Reorganized Debtors*

KELLER BENVENUTTI KIM LLP  
Tobias S. Keller (#151445)  
(tkeller@kbbkllp.com)  
Peter J. Benvenutti (#60566)  
(pbenvenutti@kbbkllp.com)  
Jane Kim (#298192)  
(jkim@kbbkllp.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 415 636 9251

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* ALL PAPERS SHALL BE FILED IN THE  
LEAD CASE, NO. 19-30088 (DM).*

Case Nos. 19-30088 (DM) (Lead Case)  
(Jointly Administered)

**DECLARATION OF PAMELA E. HERLICH  
IN SUPPORT OF THE REORGANIZED  
DEBTORS' OBJECTION TO SECURITIES  
LEAD PLAINTIFF'S RENEWED MOTION  
TO APPLY BANKRUPTCY RULE 7023  
AND CERTIFY LIMITED CLASS**

1 I, Pamela E. Herlich, pursuant to section 1746 of title 28 of the United States Code, hereby  
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,  
3 information, and belief:

4 1. I am a Vice President of Relationship Management at Equiniti Trust Company, a  
5 shareowner management firm specializing in stock transfer services.

6 2. The Reorganized Debtors had 1,984,562,035 shares of PG&E Corporation common  
7 stock ("New HoldCo Common Stock") outstanding on September 28, 2020, and 1,984,565,829 shares  
8 of New HoldCo Common Stock outstanding on October 23, 2020.

9 3. As of October 23, 2020, the Reorganized Debtors had 1,541,475,609 shares of New  
10 HoldCo Common Stock available for issuances.

11 4. A true and correct copy of a New HoldCo Common Stock current share balance report  
12 of the Reorganized Debtors, dated October 23, 2020, is attached as Appendix A.

13 5. The acronyms under the "Reserve Information" in Appendix A mean the following:

14 A. OIS stands for "Original Issuance Shares."

15 B. RSP stands for "Retirement Savings Plan."

16 C. 2006 LTIP stands for "2006 Long-Term Incentive Plan."

17 D. 2014 LTIP stands for "2014 Long-Term Incentive Plan."

18 E. DRSP stands for "Dividend Reinvestment and Stock Purchase Plan."

19 F. COP stands for "Continuous Offering Plan."

20 6. Reserve 001 (OIS), the Original Issuance Shares, refers to the 1,541,475,609 in  
21 authorized and unissued shares of New HoldCo Common Stock available for future issuances.

22 Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury, that the foregoing is true  
23 and correct to the best of my knowledge, information, and belief. Executed on October 29, 2020, in  
24 San Francisco, California.

25  
26 /s/ Pamela E. Herlich

Pamela E. Herlich